

AMERICAN SOFTWARE INC  
 Form 4  
 March 19, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**EDENFIELD J MICHAEL**

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN SOFTWARE INC [AMSWA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**470 EAST PACES FERRY ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/17/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President & CEO**

**ATLANTA, GA 30305**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/17/2014		C <sup>(1)</sup>		6,645	A	\$ 5.7
							388,870
Class A Common Stock	03/17/2014		S		6,645	D	\$ 10.0021
							(2) (3)
Class A Common Stock	03/18/2014		C <sup>(4)</sup>		4,748	A	\$ 5.7
							386,973
Class A Common	03/18/2014		S		4,748	D	\$ 10.1019
							382,225

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Stock

(3) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options to Acquire Class A Common Stock	\$ 5.7	03/17/2014		C <sup>(1)</sup>	6,645	07/17/2009 07/17/2014	Class A Common Stock	6,645
Options to Acquire Class A Common Stock	\$ 5.7	03/18/2014		C <sup>(4)</sup>	4,748	07/17/2009 07/17/2014	Class A Common Stock	4,748

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENFIELD J MICHAEL 470 EAST PACES FERRY ROAD ATLANTA, GA 30305			President & CEO	

## Signatures

J Michael  
Edenfield

03/19/2014

  Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On March 17, 2014, the Reporting Person converted 6,645 options into an equal number of shares of Class A Common Stock.
- (2) Represents the weighted average sales price for price increments ranging from \$10.00 to \$10.02.

The Reporting Person undertakes to provide, upon request from the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

- (4) On March 18, 2014, the Reporting Person converted 4,748 options into an equal number of shares of Class A Common Stock.
- (5) Represents the weighted average sales price for price increments ranging from \$10.10 to \$10.105.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.